

**REQUEST FOR QUALIFICATIONS
TO DESIGN, CONSTRUCT, AND PARTIALLY
FINANCE**

**THE
I-285 & SR 400 RECONSTRUCTION PROJECT**

**THROUGH A
DESIGN-BUILD-FINANCE AGREEMENT**

PROJECT NUMBERS

NHS00-0000-00(784), P.I. No. 0000784

NH000-0056-01(052), P.I. No. 721850-

GEORGIA DEPARTMENT OF TRANSPORTATION

Request for Qualifications

P3-484-110314DBF

ISSUED November 3, 2014

Statements of Qualifications Due: December 15, 2014 at 2:00 p.m. EST

**Georgia Department of Transportation
One Georgia Center
600 West Peachtree Street, NW
Atlanta, Georgia 30308**

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Exhibits:

Exhibit A	Certain Definitions
Exhibit B	List of Project Documents
Exhibit C	I-285 & SR 400 Maps
Exhibit D	RFQ Forms
Exhibit E	SOQ Format and Contents
Exhibit F	Evaluation Criteria and Weighting
Exhibit G	List of Restricted Firms and Affiliates

Forms:

Form A	Transmittal Letter
Form B	Information Regarding Respondent, Lead Contractor, Lead Engineering Firm, and Guarantors
Form C-1	Technical Qualifications – Design
Form C-2	Technical Qualifications – Construction
Form D	Personnel References
Form E	Certification
Form F	Financing Experience of Lead Contractor
Form G	Financial Information Summary

1. INTRODUCTION

The Georgia Department of Transportation (“GDOT”), an agency of the State of Georgia (“State”), hereby requests the sealed submittal of statements of qualifications (“SOQs”) from Respondents desiring to develop the **I-285 & SR 400 Reconstruction Project** (the “Project”) through a Design-Build-Finance (“DBF”) Agreement approved by the State Transportation Board and signed by the Developer and the State Road and Tollway Authority (“SRTA”), an instrumentality of the State. Under such DBF Agreement, the Developer will be required to design, construct and partially finance the Project through innovative project delivery and financing solutions.

This Request for Qualifications (“RFQ”) is issued in accordance with the provisions of Sections 32-2-78 through 32-2-80 of the Official Code of Georgia Annotated (the “Georgia Code”), Chapter 672-17 of the Rules of the Georgia Department of Transportation (the “Rules”) and other applicable laws and guidelines. This RFQ is being issued as the first phase in the request for proposals (“RFP”) process pursuant to Section 32-2-80(a)(2) of the Georgia Code. GDOT will conduct a pass/fail and responsiveness review prior to evaluating and scoring the SOQs. Only those SOQs deemed responsive and deemed to pass the pass/fail criteria will be scored and eligible to be shortlisted. Subject to Section 7, Respondents that are considered most qualified pursuant to Rule 672-17-.04(b)(3) in response to this RFQ (also referred to herein as “shortlisted”) will be invited to submit proposals (“Proposals”) in response to a Request for Proposals (“RFP”) for the Project to be issued by GDOT. Initially capitalized terms not otherwise defined herein shall have the meaning set forth in Exhibit A attached hereto.

GDOT has assembled a set of documents relating to the Project that will be available to prospective Respondents for review on the Website. A list of the Project Documents is attached hereto as Exhibit B. The Project Documents are included in this RFQ for the purpose of providing information in GDOT’s possession to Respondents. GDOT has not determined whether the Project Documents are accurate, complete or pertinent, or of any value to Respondents. GDOT makes no representation, warranty or guarantee as to, and shall not be responsible for, the accuracy, completeness, or pertinence of the Project Documents, and, in addition, shall not be responsible for any conclusions drawn therefrom.

2. DESCRIPTION OF OPPORTUNITY

2.1 Background

GDOT is authorized to develop, implement and administer its public-private partnership program (“P3 Program”) pursuant to Sections 32-2-78 through 32-2-80 of the Georgia Code. The P3 Program is intended to seek innovative project delivery and innovative financing solutions from the private sector to meet the State’s transportation infrastructure needs. The objectives of the P3 Program are identified in Section 672-17-.01 of the Rules. The Project is being proposed to improve operational efficiency, enhance safety, reduce weaving maneuvers, and address current lack of ramp capacity at the I-285/SR 400 interchange and on SR 400. GDOT has concluded that utilizing private-sector technical innovation and financial resources through a DBF Agreement is the best way to ensure cost-effective and expedited delivery of the Project and provide needed improvements to the public. SRTA and GDOT shall enter into various agreements including, but not limited to, an Intergovernmental Agreement, whereby GDOT will be designated and serve as the manager for the Project. Additional details regarding the

respective responsibilities of SRTA and GDOT with respect to the Project will be provided during the RFP phase of the procurement.

2.2 Project Opportunity

It is anticipated that the Developer will perform all work associated with the design and construction of the Project, as well as certain financing obligations, through a DBF Agreement. GDOT intends to select a single Shortlisted Proposer to enter into the DBF Agreement.

GDOT is seeking innovative approaches to addressing complex technical issues related to maintenance of traffic, staging and construction under heavy volumes in a complex urban environment. GDOT encourages ideas that bring value, efficiency, and flexibility in the design, schedule, and construction of the Project.

2.3 I-285 & SR 400 Reconstruction Project

The Project consists of the I-285 at SR 400 Interchange Reconstruction (“Project NHS00-0000-00(784), P.I. No. 0000784”, hereinafter sometimes referred to as “P.I. No. 0000784”) and the SR 400 Collector-Distributor (CD) lanes (“Project NH000-0056-01(52), P.I. No.721850-“, hereinafter sometimes referred to as “P.I. No. 721850-”), which are being combined into a single procurement to achieve maximum efficiency, economic benefit and cost-effectiveness. The project is in a congested urban setting involving complex maintenance of traffic requirements.

P.I. No. 0000784 would include the construction of barrier-separated collector-distributor (CD) lanes along I-285 and SR 400, the reconstruction of existing ramps, and new flyover bridges, as well as the reconstruction and widening of several existing bridges in the interchange area. CD lanes reduce weaving, merging and accelerating/decelerating conflicts on the mainline. Exits to the CD lanes may be constructed in advance of the ramp termini to meet driver expectations about separation from mainline traffic, and to provide improved ramp capacity.

“Braided” ramps are envisioned in the vicinity of Ashford Dunwoody Road and Roswell Road to eliminate conflicts between traffic entering and exiting SR 400 and traffic entering and exiting the Roswell Road and Ashford Dunwoody interchanges, while preserving the recently completed projects at both of these interchanges.

Along SR 400, P.I. No. 0000784 would construct about two miles of improvements from Glenridge Connector north to Hammond Drive. This work would tie into the P.I. No.721850-.

P.I. No. 721850- would construct new northbound and southbound barrier-separated CD lanes along SR 400 from Hammond Drive to Spalding Drive. The new CD lanes would tie into P.I. No. 0000784.

The existing bridge over SR 400 at Mount Vernon Road would be replaced to accommodate improvements on SR 400 underneath.

New northbound and southbound bridges would be constructed to carry the CD lanes over Abernathy Road and to provide separated ramp movements in the area between Abernathy Road and Hammond Drive.

Improvements to the existing SR 400/Abernathy Road interchange would be constructed, including necessary improvements along Abernathy Road at the interchange area.

For reference, maps of I-285 & SR 400 are attached hereto as Exhibit C. Interested parties may review additional information regarding the Project by referring to the Website at www.dot.ga.gov/doingbusiness/p3. Readily available project information is also located at <http://mydocs.dot.ga.gov/info/designbuild/default.aspx> under the 'SR400_at_I-285_Interchange' folder. The data is only being provided as information only, and in some cases may be dated. Please be advised that the RFP will contain Reference Information Documents (RID) that are current at the time of its advertisement.

2.4 Project Environmental Status

The environmental clearance documents for Project P.I. No. 0000784 and Project P.I. No. 721850- are being pursued by GDOT under NEPA in coordination with the preliminary engineering efforts described in Section 2.8.3.

2.5 Preliminary Estimates of Construction Costs

GDOT's current, preliminary estimate for the design-build (DB) portion of the Project is approximately \$710 million which includes, but is not limited to, design, construction, utility relocation, Developer QC/CEI and insurance costs.

Estimated Major Construction Costs*

Paving & Grading	Approx. \$135 million
Erosion Control & Drainage	Approx. \$45 million
Bridges	Approx. \$140 million
Walls	Approx. \$140 million
Signals/Signing/ITS	Approx. \$40 million
Traffic Control	Approx. \$50 million

*Not all costs are shown.

This estimate is for informational purposes only and is not a substitute for the Respondents' own estimates of Project costs.

2.6 Project Funding

GDOT anticipates that approximately \$235 million of funding from public sources will be available for the Project for payment by GDOT to the Developer during the construction period, although such amount is subject to change. The Developer will be responsible for financing the remaining amounts needed to fund the Developer's design and construction costs during the construction period. SRTA will agree to pay the Developer after the construction period in accordance with the terms of the DBF Agreement. GDOT will provide funds to SRTA to pay the Developer under the DBF Agreement. GDOT currently anticipates that the sources of funding to pay the Developer will come from a combination of federal funding and state motor fuel tax revenue.

Respondents are advised that private participation and funding will be essential to complete all Project elements under the DBF Agreement. The Respondent's ability to secure or provide private financing in an amount sufficient to complete the Project required under the DBF Agreement will be a key element considered in the evaluation of the SOQ and the responses to the RFP.

2.7 Right-of-Way Acquisition

Respondents should note that the Project will require the acquisition of new right-of-way.

GDOT will be responsible for acquiring all right-of-way in connection with Project P.I. No. 721850- and a portion of the right of way in connection with Project P.I. No. 0000784.

The Developer will be responsible for providing right-of-way acquisition services for any remaining parcels for Project P.I. No. 0000784. However, GDOT will be responsible for the payment for the real property costs for these parcels.

If the Developer determines that additional right-of-way is required beyond the limits identified by GDOT as being required for Project P.I. No. 0000784 and Project P.I. No. 721850-, then the Developer shall acquire such additional right-of-way at the Developer's expense.

The RFP will provide further details regarding the right-of-way acquisition scope of services.

2.8 GDOT Technical Requirements

It is anticipated that the DBF Agreement will require the Developer, upon receiving a notice to proceed from GDOT, to perform all Project design and construction obligations set forth in the DBF Agreement, and to cause the Project to be completed in accordance with certain standards and specifications. The final RFP will contain programmatic and Project-specific technical specifications and requirements that will apply to all work performed on the Project. Project-specific technical requirements will be developed for the final RFP with input from the Shortlisted Proposers.

The RFP may permit Shortlisted Proposers to propose, for GDOT consideration, (i) alternative technical concepts, and (ii) exceptions and deviations from certain of the standards and specifications. The confidential alternative technical concept process, including any constraints or parameters on potential submissions, shall be set forth in the RFP. All requests for deviations shall follow the requirements set forth in the RFP. Respondents should note, however, that, because federal funds will be included in the final plan of finance, there may be restrictions on deviations from federally-mandated design and construction standards.

2.8.1 Geotechnical Investigation Program

GDOT is performing certain geotechnical investigation work regarding the Project. The Project Documents available to Respondents for review as provided in Section 1 includes geotechnical information collected by GDOT to date. Additional information obtained, including boring and core samples, will be made available to the Shortlisted Proposers for review. GDOT anticipates a process for allowing the Shortlisted Proposers an opportunity to self-perform certain geotechnical investigative work after the RFP is issued in order to assess the risk allocated to the Developer in the RFP.

2.8.2 Utility Investigation and Relocation

Various overhead and underground utilities along the Project, including those owned by GDOT, will be impacted by the construction improvements. GDOT has initiated coordination with all known utility agencies to determine their involvement, general existing utility locations, degree of impact, and estimated relocation costs. GDOT anticipates that the Developer will be responsible for performing or causing necessary utility relocations/adjustments to be performed in accordance with applicable standards and for the costs associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs. A description of the responsibility for unidentified and misidentified utilities (as between GDOT and the Developer) will be provided in the RFP.

2.8.3 Concept Design

GDOT has commenced conceptual design for the Project in conjunction with the permitting process. The RFP will provide further information to Shortlisted Proposers regarding the concept design, including electronic design files, estimates, design assumptions and other relevant materials.

2.8.4 Responsibility for Permits

GDOT has commenced early coordination with environmental resource agencies and other entities related to the permitting process for the Project. The Developer is responsible for preparing all required environmental permits for the Project for GDOT submission. Allocation of responsibility for the permits (as between GDOT and the Developer) will be provided in the RFP.

Permits anticipated for the Project include, but are not limited to:

- NPDES Construction Permit
- Georgia Environmental Protection Division Georgia Buffer variance
- Army Corps of Engineers required permits
- GAEPD Section 401 Water Quality Certification
- special permits required by DeKalb and Fulton counties, and cities within the Project limits
- utility permits
- traffic signal modification permits
- site permits

2.9 General Requirements

2.9.1 Federal Requirements

Respondents are advised that GDOT will utilize federal funds for the Project. Applicable federal law and FHWA regulations will govern the Project's procurement and contract documents.

2.9.2 Liability, Security Requirements and Insurance

As part of the Project, GDOT anticipates that the Developer will be required (a) to assume liabilities, (b) to provide the Security Requirements (as defined below) and (c) to provide insurance coverage as specified in the DBF Agreement. The "Security Requirements" may include surety bonds, letters of credit, a parent company guarantee, the value of construction

work in progress, a combination of the foregoing, and/or any additional security as set forth in the RFP. Specific provisions concerning the Security Requirements will be set forth in the RFP. GDOT may also require the Developer to provide other commitments, including, where applicable: (i) acceptance of joint and several liability; and (ii) warranties.

2.9.3 DBE and Local Labor Policy

It is the policy of GDOT to promote and encourage the use of small business enterprises owned and controlled by socially and economically disadvantaged individuals (collectively referred to herein as "DBEs"), as well as local labor and resources, consistent with applicable laws and regulations. Therefore, GDOT encourages all DBEs and local labor and resources to participate in the business activities of GDOT as service providers, vendors, contractors, subcontractors, advisors, and consultants. This desire on the part of GDOT is not intended to restrict or limit competitive bidding or to increase the cost of work. GDOT supports a healthy free market system that seeks to include responsible businesses and provides ample opportunity for business growth and development. GDOT has adopted the DBE definition set forth in 49 C.F.R. § 26.5. The DBE policy of GDOT applies to all GDOT contracts and purchases paid with any funds received from USDOT through FHWA, the Federal Transit Administration, and the Federal Aviation Administration. As applicable, Respondents who utilize DBEs may qualify for a State income tax credit for payments made to DBEs. Please see Section 48-7-38 of the Georgia Code for further information.

GDOT's DBE goal is 17% of the overall Project design and construction costs. GDOT currently anticipates that design (or other) work performed by a DBE during the procurement process will count towards the overall DBE obligations for the Project. Additional information regarding DBE requirements and goals for the Project will be included in the RFP. For further information regarding GDOT's DBE program and the Developer's DBE obligations, Respondents may contact GDOT's Equal Opportunity Office, at (404) 631-1972.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

3.1.1 SOQs

GDOT will evaluate the SOQs it receives in response to this RFQ and, according to the criteria generally outlined in this RFQ, will establish a shortlist of those Respondents that are considered most qualified to receive and respond to the RFP. The shortlist should comprise at least three (3) but no more than five (5) Respondents. Notwithstanding the foregoing, GDOT reserves the right to proceed with the procurement with a smaller number of Shortlisted Proposers. It is GDOT's intent to shortlist no more than four Respondents. Upon announcement of the shortlist, a Shortlisted Proposer will have no greater than fifteen (15) days to notify the GDOT in writing of its decision to withdraw from consideration as a Shortlisted Proposer. If a Shortlisted Proposer elects to withdraw within the fifteen (15) days, GDOT reserves the option to add the next most qualified Respondent to the shortlist.

3.1.2 RFP

Following the selection of Shortlisted Proposers, GDOT anticipates releasing a draft RFP only to the Shortlisted Proposers for review and comment, including instructions to proposers, a scope of work, the DBF Agreement, and other contract documents. Following receipt of written

comments, GDOT intends to schedule one-on-one and/or group meetings to discuss issues and comments identified by the Shortlisted Proposers. Specific details concerning the RFP process will be made available to the Shortlisted Proposers following the shortlisting announcement.

After consideration of input from the Shortlisted Proposers and subject to Section 7, GDOT plans to issue a final RFP to the Shortlisted Proposers for the submission of Proposals.

3.2 Payment for Work Product

The RFP shall include provisions regarding GDOT's acquisition and payments for Work Product, including, without limitation, (i) the amount of each such payment (which is anticipated to be consistent with market precedent), (ii) the timing of such payments, and (iii) the terms of such payments, provided that in no event shall the aggregate amount of all such payments to a particular Shortlisted Proposer for Work Product exceed \$1,250,000.

The payments for Work Product are in no way intended to reimburse a Shortlisted Proposer for the total cost of preparing a Proposal. The payments for Work Product may be paid by GDOT to a Shortlisted Proposer that is not awarded the DBF Agreement pursuant to Section 672-17-.04(c)(4) of the Rules. Additionally, the RFP may stipulate an amount of money that GDOT may pay to Shortlisted Proposers in the event that GDOT cancels the procurement.

Any payments made by GDOT for Work Product will not be made solely as a result of any modification, suspension, cancellation, or termination of the procurement and/or the Project, in whole or in part, but only in exchange for the right of GDOT to use, in its sole discretion, such Shortlisted Proposer's Work Product. GDOT reserves the right in its sole discretion to determine whether or not Work Product received from a Shortlisted Proposer will meet the thresholds to receive the payments described above. Further information will be provided in the RFP.

No payment, stipend or other compensation will be payable to Respondents for the preparation and/or delivery of SOQs.

3.3 Participation on More than One Respondent Team

To ensure a fair procurement process, the Lead Contractor and the Lead Engineering Firm are forbidden from participating, in any capacity, on another Respondent team during the course of the procurement. If GDOT does not shortlist a Respondent as part of the SOQ evaluation process, the members of the unsuccessful Respondent team are free to participate on Shortlisted Proposer teams, subject to the requirements of Section 3.5. GDOT reserves the right to disqualify any Respondent or Respondent team member that fails to comply with the prohibition contained in this Section 3.3 from further participation on the Project.

3.4 Pre-Qualification Requirements

GDOT will require each Lead Contractor and the Lead Engineering Firm for each Shortlisted Proposer to be pre-qualified with GDOT before the Proposal due date, as set forth in the RFP. Satisfaction of such pre-qualification requirements will be a condition in the RFP to submitting a compliant and responsive Proposal. As applicable, other engineering firms for each Shortlisted Proposer must be pre-qualified prior to and during the term of the design-build period per the conditions of the DBF Agreement.

GDOT anticipates the following area classes will be required to be prequalified:

- 1.06(a) NEPA Documentation
- 1.06(b) History
- 1.06(c) Air Studies
- 1.06(d) Noise Studies
- 1.06(e) Ecology
- 1.06(f) Archaeology
- 1.06(g) Freshwater Aquatic Survey
- 1.07 Attitude, Opinion, and Community Value Studies (Public Involvement)
- 3.03 Multi-Lane Urban Roadway Widening and Reconstruction
- 3.05 Multi-Lane Urban Interstate Limited Access Design
- 3.07 Traffic Operations Design
- 3.08 Landscape Architecture Design
- 3.09 Traffic Control Systems Analysis, Design and Implementation
- 3.10 Utility Coordination
- 3.12 Hydraulic and Hydrological Studies (Roadway)
- 3.15 Highway and Outdoor Lighting
- 4.01 Minor Bridge Design
- 4.02 Major Bridge Design
- 4.04 Hydraulic and Hydrological Studies (Bridges)
- 5.01 Land Surveying
- 5.02 Engineering Surveying
- 5.03 Geodetic Surveying
- 5.04 Aerial Photography
- 5.05 Photogrammetry
- 5.08 Overhead/Subsurface Utility Engineering (SUE)
- 6.01a Soil Survey Studies
- 6.02 Bridge Foundation Studies
- 6.03 Hydraulic and Hydrological Studies (Soils & Foundations)
- 6.04a Laboratory Testing of Roadway Construction Materials
- 6.04b Field Testing of Roadway Construction Materials
- 6.05 Hazardous Waste Site Assessment Studies
- 8.01 Construction Engineering and Supervision
- 9.01 Erosion, Sedimentation, and Pollution Control Plan
- 9.02 Rainfall and Runoff Reporting
- 9.03 Field Inspection for Erosion Control

Detailed pre-qualification requirements will be provided in the RFP. General information concerning GDOT's pre-qualification requirements and process may be found under the pre-qualification link on the GDOT website at www.dot.ga.gov/doingbusiness.

3.5 Changes in Shortlisted Proposer Team

In the event that a Shortlisted Proposer seeks to change the composition or the percentage of participation of its team (including additions to a Shortlisted Proposer team), the Shortlisted Proposer shall obtain GDOT's prior written approval of the proposed change and provide GDOT with sufficient details of the proposed change so as to facilitate GDOT's consideration thereof. GDOT may, in its sole discretion, accept, reject or seek additional information regarding a Shortlisted Proposer's request to change the composition of its team or the percentage of participation of one or more team members, and will base its decision on whether the Shortlisted Proposer as a whole still meets the minimum criteria contained in this RFQ and whether GDOT would still have shortlisted the team if such change had occurred before the Shortlisted Proposer submitted its SOQ. If a Shortlisted Proposer seeks to add one or more new team members or change the Lead Contractor or Lead Engineering Firm to its team, the proposed new member(s) shall provide all of the information that is required in this RFQ regarding members of a Respondent team.

3.6 Procurement Schedule

GDOT anticipates carrying out the first phase of the procurement process contemplated hereby in accordance with the following schedule:

Issue RFQ	November 3, 2014
Deadline for questions and requests for clarification regarding this RFQ	November 14, 2014 (2:00 p.m. EST)
Responses to questions regarding the RFQ	December 2, 2014
SOQ Due Date	December 15, 2014 (2:00 p.m. EST)
Evaluate SOQs	December 16, 2014 through January 13, 2015
Shortlist selection	January 15, 2015

This schedule is subject to modification at the sole discretion of GDOT. Pursuant to Section 3.8, Respondents will be notified of any change by an addendum to this RFQ.

GDOT intends to issue a draft of the RFP shortly after selection of the Shortlisted Proposers and to pursue the procurement to award of the DBF Agreement thereafter. GDOT currently anticipates awarding the DBF Agreement for the Project in the first quarter of 2016.

3.7 Clarification Questions

Respondents shall examine the entire RFQ and seek clarification in writing in accordance with this Section 3.7. Subject to Section 5.4, Respondents may submit written questions and requests for clarification to GDOT at any time prior to the deadline for questions and requests for clarification listed in Section 3.6. Respondents must submit questions and requests for clarification to GDOT at either the street address, facsimile number or e-mail address below:

Georgia Department of Transportation
One Georgia Center
600 West Peachtree Street, NW
Atlanta, Georgia 30308
Attn: Chip Meeks
Facsimile: (404) 631-1136
E-mail: 285-400project@dot.ga.gov

Respondents are responsible for ensuring that any written communications clearly indicate on the first page or in the subject line, as applicable, that the material relates to the Project. GDOT will post responses on the Website to Respondent clarification requests which GDOT deems to be material and not otherwise adequately addressed, within a reasonable time following receipt, subject to the submission deadline set forth in Section 3.6.

3.8 Addenda

GDOT reserves the right to issue addenda to this RFQ at any time before the SOQ Due Date. GDOT will post any addenda to this RFQ on the Website.

Respondents are responsible for monitoring the Website for information concerning the Project.

4. SOQ CONTENT AND SUBMITTAL REQUIREMENTS

GDOT requires SOQs submitted in response to this RFQ to provide enough information about the requested items so as to allow GDOT to evaluate and competitively rank the Respondents for purposes of shortlisting based on the criteria set forth herein. Except as expressly stated herein, including in Exhibit E, Section E.2.3.1, each **Respondent shall submit one original and five copies (for a total of six)** of its SOQ in loose-leaf three ring binders and one electronic copy of Volumes 1, 2, and 3 in "PDF" format and one separate electronic copy of Volume 4 in "PDF" format. Each Respondent shall organize its SOQ in the order set forth in Exhibit E. Each SOQ shall contain the information described in Exhibit E.

SOQs shall be written in the English language only and shall provide cost and revenue references in United States Dollar denominations.

4.1 Submittal Packaging Overview

Each copy of the SOQ shall consist of four (4) volumes. The contents of each volume shall be as follows, and each section shall be separated with a tabbed divider. Further information on content and submittal organization is set forth in Exhibit E.

- Volume 1 - Pass/Fail and References
 - Pass/Fail documents
 - Personnel References
- Volume 2 - Technical
 - Technical information
 - Project Management Plan
- Volume 3 - Financial
 - Financial information
- Volume 4 - Confidential Information

4.2 SOQ Submittal Requirements

All packages constituting the SOQ shall be individually labeled as follows:

Statement of Qualifications for the
I-285 & SR 400 Reconstruction Project

The SOQ shall be delivered no later than 2:00 p.m. EST on the SOQ Due Date to:

Georgia Department of Transportation
One Georgia Center
19th Floor
600 West Peachtree Street, NW
Atlanta, Georgia 30308
Attn: Chip Meeks

Acknowledgment of receipt of SOQs will be evidenced by the issuance of a receipt by a member of GDOT's staff. GDOT will not accept facsimile or other electronically submitted SOQs.

GDOT shall not accept any SOQs delivered after 2:00 p.m. EST on the SOQ Due Date. Any SOQs received after such time will be rejected and not considered. Respondents are solely responsible for ensuring that GDOT receives their SOQs by the specified time on the SOQ Due Date. GDOT shall not be responsible for delays in delivery caused by weather, difficulties experienced by couriers or delivery services including but not limited to delays due to security check-in process, misrouting of packages by courier or delivery services, improper, incorrect or incomplete addressing of deliveries and other occurrences.

5. EVALUATION PROCESS AND CRITERIA

5.1 Responsiveness

Each SOQ will be reviewed for (a) conformance to the RFQ instructions regarding organization and format, and (b) the responsiveness of the SOQ to the requirements set forth in this RFQ. SOQs that GDOT determines are non-responsive to this RFQ may be excluded from further consideration.

A Respondent must have submitted a responsive SOQ pursuant to this Section 5.1 and satisfy the pass/fail requirements under Section 5.2 and in Exhibit F, Section F.1 in order for GDOT to evaluate its SOQ qualitatively under Section 5.3.

GDOT will evaluate in accordance with this RFQ and score each responsive SOQ to determine if it satisfies all of the "pass/fail" qualification requirements in Section 5.2 and in Exhibit F, Section F.1. Only if an SOQ is deemed to have "passed" will it be evaluated according to the Financial, Technical and Project Management Plan criteria set forth in Exhibit F attached. The order in which the evaluation criteria appear in Exhibit F within each category (i.e., Financial Qualifications and Capacity, Technical Qualifications and Capacity, and Project Management Plan) is not an indication of weighting or importance.

Respondents will be advised regarding a determination of non-responsiveness. GDOT also may exclude from consideration any Respondent who GDOT determines, in its sole discretion,

included a material misrepresentation in its SOQ. GDOT may, in its sole discretion, request clarifications of the information submitted in an SOQ. GDOT, in its sole discretion, may waive minor informalities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the SOQ.

5.2 Pass/Fail and References Review

In conjunction with the evaluation of each SOQ for responsiveness, GDOT will evaluate each SOQ based upon submittal of the following pass/fail items and the content of the information contained therein. **Note that inaccurate or out-of-date personnel reference information in Form D (with respect to the experience requirements listed in Exhibit E, Section E.2.2.1(d)) may result in GDOT excluding the related experience from consideration and negatively impact the pass/fail review. Note also that some of the pass/fail items are also required to be included in Volumes 2 and 3.**

- Form A Transmittal Letter
- Form B Information Regarding Respondent, Lead Contractor, Lead Engineering Firm, and Guarantors
- Form C-1 Technical Qualifications – Design
- Form C-2 Technical Qualifications – Construction
- Form D Personnel References (in separate tabbed section)
- Form E Certification
- Form F Financing Experience of the Lead Contractor
- Form G Financial Information Summary
- CFO Certificate
- Teaming Agreement(s), or Summary of Key Terms of the Anticipated Agreement(s)
- Key Personnel Commitment Statement
- Organizational Chart

5.3 SOQ Evaluation Procedure

GDOT anticipates using a Selection Recommendation Committee and Advisory Subcommittees to evaluate and score the SOQs in accordance with the criteria set forth in Exhibit F and to make recommendations to the Steering Committee based on such analysis. The Advisory Subcommittees (including Technical, Financial, Project Management, Administrative and others) may provide advice with respect to technical, financial or administrative/legal aspects of the SOQs to the Selection Recommendation Committee. These subcommittees will be filled by subject matter experts from the Department, but are not responsible for scoring the SOQs.

At GDOT's sole discretion, GDOT may at any time request additional information or clarification from a Respondent or may request a Respondent to verify or certify certain aspects of its SOQ. Upon receipt of requested clarifications and additional information, if any, the SOQs will be evaluated or reevaluated to factor in the clarifications and additional information.

GDOT will evaluate in accordance with this RFQ, score and rank SOQs and select the Shortlisted Proposers in a manner that furthers the best interests of the State as determined in the sole discretion of GDOT.

5.4 Policy Regarding Communications and Contact

Respondents are required to conduct the preparation of their SOQs with professional integrity and free of lobbying activities. Except as specifically permitted herein or approved in advance with GDOT, Respondents and their respective agents and consultants are not permitted to contact or communicate either directly or indirectly regarding the subject matter of this RFQ after the issuance date of this RFQ, with: any member of the Selection Recommendation Committee; the Selection Recommendation Subcommittees or the Steering Committee; or officers, administrators, staff or consultants of the GDOT, SRTA, and their respective Boards; or the Governor's Office. Any verified allegation that a responding Respondent team or team member or an agent or consultant of the foregoing has attempted to, or has made such contact or otherwise attempted to influence the evaluation, ranking, and/or selection of Shortlisted Proposers may be cause for GDOT to disqualify the Respondent team from submitting an SOQ, to disqualify the team member from participating in a Respondent team and/or to discontinue further consideration of such Respondent team and to return its SOQ.

Following the selection of the Shortlisted Proposers, GDOT anticipates that certain communications and contacts will be permitted. The RFP and/or other written communications from GDOT will set forth the rules and parameters of such permitted contacts and communications. To the extent any Respondent intends at any time to initiate contact with the general public, other agencies or authorities regarding the Project, the nature of such intended contact and the substance thereof must be approved in writing by GDOT prior to the commencement of such activities.

5.5 Changes in the Project Management Plan

GDOT understands that as Shortlisted Proposers and GDOT continue their individual and collective efforts to analyze and develop optimal development and financing plans for the Project, it is possible that the Project Management Plan will change and evolve. GDOT wishes to encourage such evolution and continued focus by Shortlisted Proposers so as to achieve the best solutions for the Project. Accordingly, it is GDOT's intention to use the Project Management Plan only for purposes of evaluating the SOQs. Shortlisted Proposers may modify, alter and enhance their respective Project Management Plans in conjunction with their Proposals. Shortlisted Proposers may not, however, change the Project Management Plan in a way that renders the SOQ a misrepresentation of the Shortlisted Proposer's intentions and capabilities.

5.6 Open Government Laws

All Respondents should obtain and thoroughly familiarize themselves with the Open Government Laws applicable to the issue of confidentiality and public information. GDOT will not advise a Respondent as to the nature or content of documents entitled to protection from disclosure under the Open Government Laws, as to the interpretation of such laws, or as to definition of trade secret. Each Respondent shall be solely responsible for all determinations made by it under applicable laws. Each Respondent is advised to contact its own legal counsel concerning the effect of applicable Open Government Laws to that Respondent's own circumstances.

All written correspondence, exhibits, photographs, reports, printed material, tapes, electronic disks, and other graphic and visual aids submitted to GDOT during this procurement process, including any part of the SOQs, are the property of the State, may not be returned to the submitting parties, and are subject to the Open Government Laws. Each Respondent shall be responsible for clearly identifying and labeling any document contained in the SOQ as “confidential” that the Respondent has reasonably determined meets the definition of trade secret under Section 32-2-80(a)(4) of the Georgia Code or is exempt from disclosure under Section 50-18-72 of the Georgia Code or any other applicable law. Respondents are advised that their designation as “confidential” shall not be binding on GDOT or determinative of any issue relating to confidentiality. Blanket “confidential” designations by a Respondent shall be considered non-responsive. In no event shall the State, GDOT, SRTA, or any of their agents, representatives, consultants, directors, officers or employees be liable to a Respondent or Respondent team member for the disclosure of all or a portion of an SOQ submitted under this RFQ.

If GDOT receives a request for public disclosure of all or any portion of the materials identified as confidential and included in Volume 4 of an SOQ, GDOT will endeavor to notify the applicable Respondent of the request. The Respondent may seek a protective order or other appropriate remedy. If GDOT determines in good faith that the materials identified as “confidential” are not exempt from the Open Government Laws, GDOT will release the requested information. GDOT shall make the final determination regarding whether the requested information is to be disclosed or withheld.

Nothing contained in this provision shall modify or amend requirements and obligations imposed on GDOT or any other State entity by the Open Government Laws or other applicable law, and the provisions of the Open Government Laws or other laws shall control in the event of a conflict between the procedures described above and the applicable law.

5.7 Organizational Conflicts of Interest

Respondents are advised that GDOT has adopted a conflicts of interest policy for public-private partnerships (“Conflicts of Interest Policy”), which is attached as Appendix 7 to GDOT’s Public-Private Partnership Guidelines (the “Guidelines”). The Guidelines, including the Conflicts of Interest Policy, are available on the Website. Prior to finalizing teaming arrangements, Respondents should review carefully and be informed of the Conflicts of Interest Policy, which may preclude certain individuals, firms and/or their affiliates from participating on a Respondent team for the Project. Individuals and firms that are restricted from proposing or joining a Respondent team include, without limitation, those individuals, firms and their affiliates identified in Exhibit G.

By submitting its SOQ, each Respondent agrees that, if a Respondent or GDOT discovers an actual, perceived or potential conflict of interest as defined in the Conflicts of Interest Policy, the Respondent must make an immediate and full written disclosure to GDOT in accordance with the Conflicts of Interest Policy. Further, each Respondent agrees that GDOT may exercise all rights and remedies afforded to GDOT under the Conflicts of Interest Policy.

Respondents are advised that GDOT’s Conflicts of Interest Policy is intended to augment applicable federal and state law, including federal laws and regulations related to organizational conflicts of interest and NEPA. To the extent applicable to the Project, such laws may preclude certain firms and their affiliates from participating on a Respondent team.

6. PROTEST PROCEDURES

Section 672-17-.07 of the Rules sets forth the exclusive protest procedures and remedies available with respect to this RFQ. Each Respondent, by submitting its SOQ, expressly recognizes the limitation on its rights to protest contained herein, expressly waives all other rights and remedies, and agrees that the decision on any protest, as provided herein, will be final and conclusive. These provisions are included in this RFQ expressly in consideration for such waiver and agreement by the Respondents. If a Respondent disregards, disputes, or does not follow the exclusive protest remedies set forth in this RFQ, it shall indemnify and hold the State, GDOT, SRTA, and their respective directors, officers, officials, employees, agents, representatives, and consultants harmless from and against all liabilities, expenses, costs (including attorneys' fees and costs), fees, and damages incurred or suffered as a result of such Respondent's actions. The submission of an SOQ by a Respondent shall be deemed the Respondent's irrevocable and unconditional agreement with such indemnification obligation.

Notwithstanding the existence of a protest, GDOT may, in its sole discretion, continue the procurement process or any portion thereof.

7. GDOT RESERVED RIGHTS

In connection with this procurement, GDOT reserves to itself all rights (which rights shall be exercisable by GDOT in its sole discretion) available to it under the Rules, Guidelines and applicable law, including without limitation, with or without cause and with or without notice, the right to:

- (a) Develop the Project in any manner that it, in its sole discretion, deems necessary.
- (b) Adjust the timing of public funds available for the Project.
- (c) Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by SRTA of the DBF Agreement, without incurring any cost, obligations or liabilities except as otherwise expressly stated in this RFQ or the subsequent RFP.
- (d) Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP.
- (e) Not issue an RFP.
- (f) Reject at any time any and all submittals, responses and SOQs.
- (g) Modify all dates set or projected in this RFQ.
- (h) Terminate at any time evaluations of SOQs.
- (i) Issue addenda, supplements and modifications to this RFQ or a subsequent RFP.
- (j) Appoint Selection Recommendation Committees and Selection Recommendation Subcommittees to review SOQs, make recommendations to the Steering

Committee and seek the assistance of outside technical experts and consultants in SOQ or Proposal evaluation.

- (k) Require confirmation of information furnished by a Respondent, require additional information from a Respondent concerning its SOQ and require additional evidence of qualifications to perform the work described in this RFQ or a subsequent RFP.
- (l) Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.
- (m) Add or delete Respondent responsibilities from the information contained in this RFQ or any subsequent RFP.
- (n) Waive administrative and otherwise minor deficiencies in an SOQ or permit clarifications or supplements to an SOQ.
- (o) Disqualify any Respondent who changes its SOQ without GDOT approval.
- (p) Not issue a notice to proceed after execution of the DBF Agreement.
- (q) Exercise any other right reserved or afforded to GDOT under this RFQ or a subsequent RFP and applicable law, including waiving deficiencies in an SOQ or accepting and reviewing a non-conforming SOQ.

This RFQ does not commit GDOT to determine the Shortlisted Proposers, to enter into the DBF Agreement, or to proceed with the procurement described herein. Except as expressly set forth in Section 3.2, GDOT and the State assume no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFQ, or any subsequent RFP. All of such costs shall be borne solely by each Respondent.

Except as set forth in this RFQ, in no event shall GDOT be bound by, or liable for, any obligations with respect to the Project until such time (if at all) as the DBF Agreement has been authorized by GDOT and executed by SRTA and, then, only to the extent set forth therein.

EXHIBIT A

CERTAIN DEFINITIONS

Georgia Code – The Official Code of Georgia Annotated.

Conflicts of Interest Policy – The conflicts of interest policy described in Section 5.7.

DBF Agreement – The Design-Build-Finance Agreement, as described in Section 1, to design, build and partially finance the Project.

Developer – The Shortlisted Proposer determined by GDOT to have submitted the Proposal that presents the best value to the State and who thereafter executes the DBF Agreement with SRTA; provided that the Developer that executes the DBF Agreement may be a special purpose entity formed and controlled by such Shortlisted Proposer or its team members.

FHWA – The Federal Highway Administration.

Guarantor – Parent company or affiliate of an entity that will provide financial support to such entity, as may be required. A change in Guarantor following submission of the SOQ may be considered a change in proposer team membership and subject to the requirements of Section 3.5.

Guidelines – The Georgia Department of Transportation Public-Private Partnership Guidelines.

Lead Contractor – The member of the Respondent team, whether a single entity or a joint venture (incorporated or unincorporated), partnership, or limited liability company, primarily responsible for the construction of the Project.

Lead Engineering Firm – The member of the Respondent team, whether a single entity or a joint venture, primarily responsible for the design and engineering of the Project.

I-285 & SR 400 Reconstruction – The Project described as such in Section 1.

Intergovernmental Agreement – The Intergovernmental Agreement to be entered into between GDOT and SRTA governing the relationship between GDOT and SRTA related to the Project.

NEPA – The National Environmental Policy Act of 1969 and all amendments thereto.

Open Government Laws – Collectively, the Georgia Open Records Act (Ga. Code Ann. §§ 50-18-70 *et seq.*), Section 32-2-80(a)(4) of the Georgia Code and Section 672-17-.06 of the Rules.

Project Documents – Those documents identified in Exhibit B, as may be amended from time to time.

Project Management Plan – The plan developed by Respondent in accordance with Exhibit E, Section E.2.2.2.

Proposals – Proposals submitted by Shortlisted Proposers in response to the RFP.

Respondents – Companies, teams, joints ventures, partnerships or consortia submitting SOQs in response to this RFQ.

Rules – The P3 Rules of State Department of Transportation as posted on <http://www.dot.ga.gov/doingbusiness/p3/Documents/P3Rules.pdf>.

Selection Recommendation Committee – The group of individuals authorized by GDOT to evaluate, score and rank the SOQs, and prepare a recommended list of most qualified Respondents to submit to the Steering Committee for approval.

Selection Recommendation Subcommittee(s) – The group of individuals authorized by GDOT to provide additional resources and special subject matter expertise to assist and advise the Selection Recommendation Committee regarding its evaluation of the SOQs.

Shortlisted Proposers – Respondents who have submitted SOQs and are selected by GDOT (if any) as the most qualified to submit Proposals in response to the RFP in accordance with Section 672-17-.04(b)(3) of the Rules.

SOQ Due Date – The “SOQ Due Date” listed in Section 3.6.

Steering Committee – The group of individuals described in Section 3.1.8 of the Guidelines.

Website – The website found at www.dot.ga.gov/doingbusiness/P3.

Work Product – Proprietary information, trade secrets, techniques, concepts, analyses, approaches, ideas or other intellectual property or work product furnished by the Shortlisted Proposer to GDOT during the procurement (including, without limitation, alternative technical concepts) providing a substantial benefit to the State.

EXHIBIT B

LIST OF PROJECT DOCUMENTS (FOR INFORMATION ONLY)

Project P.I. No. 0000784

1. Concept Report – Draft
2. Design Files (Microstation V8i) – Draft
3. HMR Files
4. GIS Files (base mapping only)
5. PIOH Display (August 2014)
6. Hydraulic and Hydrologic Study – Draft
7. Survey Control Package – Approved
8. Existing Construction and/or As-Built Plans
9. Preliminary UST Phase I (revive285)

Approved Traffic Diagrams for both projects (base and opening year) [posted under P.I. No. 721850-]

Project P.I. No. 721850-

1. Approved Concept Report
2. Revised Concept Report – Draft
3. and 3a. Original Approved Environmental Document and 2008 Re-Evaluated Environmental Document
4. Design Files (Microstation V8i) – Draft
5. HMR Files
6. GIS Files (base mapping only)
7. Survey Control Package - Approved
8. Approved Traffic Diagrams for both projects (base and opening year)
9. Existing Construction and/or As-Built Plans for projects along the corridor

EXHIBIT C

I-285 & SR 400 MAPS

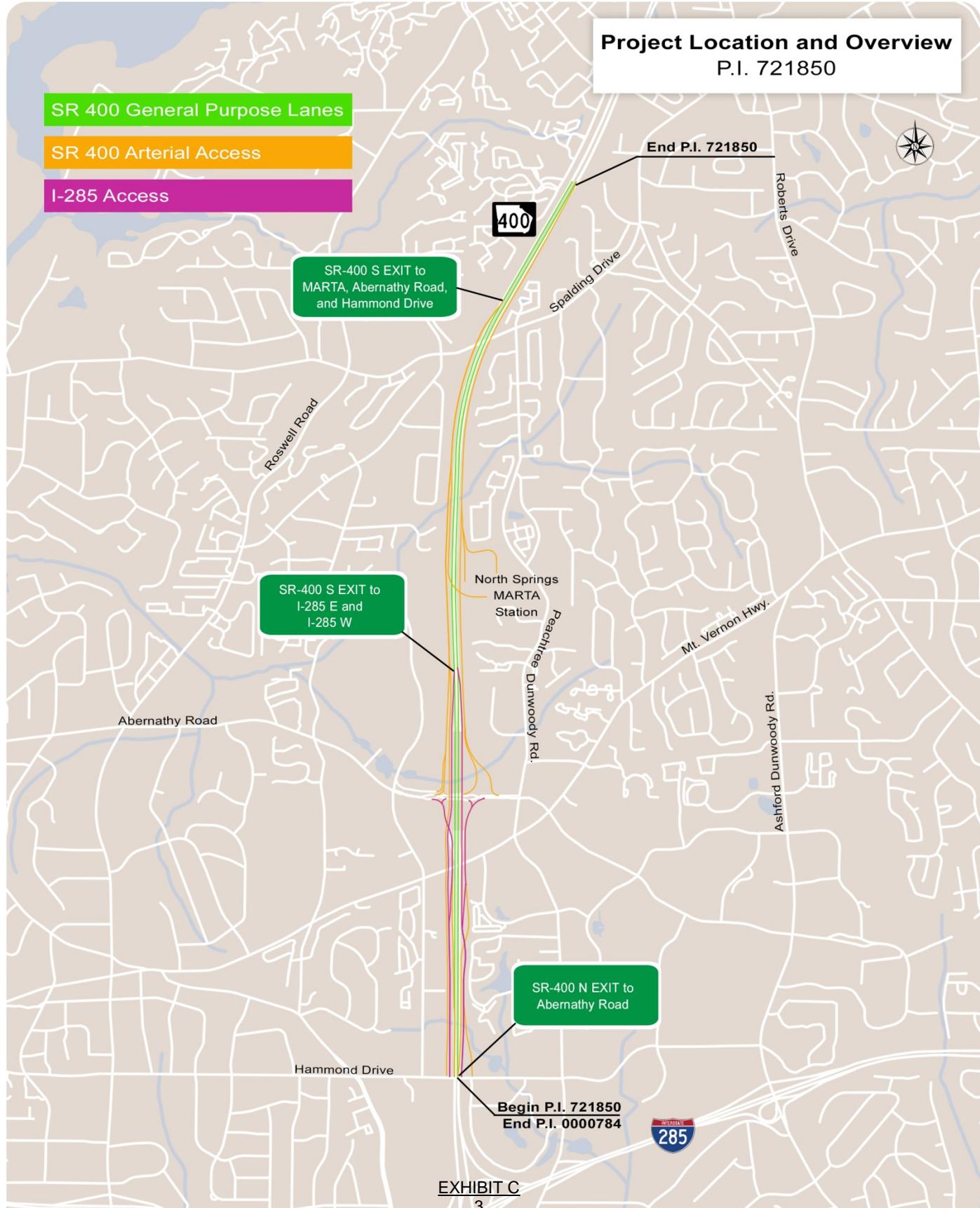


EXHIBIT C
2

Project Location and Overview

P.I. 721850

- SR 400 General Purpose Lanes
- SR 400 Arterial Access
- I-285 Access



SR-400 S EXIT to MARTA, Abernathy Road, and Hammond Drive

SR-400 S EXIT to I-285 E and I-285 W

SR-400 N EXIT to Abernathy Road

Begin P.I. 721850
End P.I. 0000784



EXHIBIT C
3

EXHIBIT D

RFQ FORMS

Index of Required Forms

Form A	Transmittal Letter
Form B	Information Regarding Respondent, Lead Contractor, Lead Engineering Firm and Guarantors
Form C-1	Technical Qualifications - Design
Form C-2	Technical Qualifications - Construction
Form D	Personnel References
Form E	Certification
Form F	Financing Experience of Lead Contractor
Form G	Financial Information Summary

Note: These forms are also provided in Word format for ease of completion when submitting the SOQ. By submitting such documents using the Word format, the respondent certifies that the original form has not been altered other than the respondent's content provided therein. If GDOT discovers a change in the form, GDOT reserves the right in its sole discretion to accept, reject, or seek additional clarification regarding such submission.

EXHIBIT E

SOQ FORMAT AND CONTENT

E.1 Format

To help protect the confidentiality of financial and proprietary information, Respondents shall submit Volumes 1, 2 and 3 in one sealed package and Volume 4 in a separate sealed package. Respondents shall provide all confidential and proprietary information in Volume 4.

Except as set forth herein, Respondents shall prepare SOQ submittals on 8-1/2" x 11" sized, white paper, except for forms and organizational charts, which Respondents may present on 11 x 17 white paper, folded to letter size and included in the applicable binder. Respondents shall sequentially number each section of the SOQ and separate each section with a tabbed divider. Except for tables, which Respondents may prepare using a minimum of ten point font size, Respondents shall prepare the SOQs using a minimum of twelve-point font size. Some of the required documents have specified page limitations. GDOT may disregard documents not complying with these page limitations. Pages may be printed on two sides, in which event each side shall be considered one page, for a total count of two pages. Printed lines may be single-spaced. Respondents shall not include standard corporate brochures, awards and marketing materials in an SOQ and GDOT will not evaluate such materials.

E.2 Contents and Organization

Each Respondent shall organize its SOQ in the order set forth in this Exhibit E, Section E.2. The SOQ shall contain at least four separately bound and labeled volumes including the information described in this Exhibit E, Section E.2. Each volume may be subdivided as needed.

E.2.1 Volume 1 – Pass/Fail and References

Respondents shall divide Volume 1 of the SOQ into two sections: (1) Pass/Fail; and (2) Personnel References.

The Pass/Fail section of Volume 1 shall contain the information described in this Exhibit E, Section E.2.1.

- (a) Form A – Transmittal Letter. A duly authorized official or representative of the Respondent must execute the transmittal letter in blue ink. For Respondents that are joint ventures, partnerships, limited liability companies, consortia, or other associations, the transmittal shall have appended to it letters on the letterhead stationery of the Lead Contractor and Lead Engineering Firm, executed by authorized officials of such Lead Contractor or Lead Engineering Firm, stating that representations, statements and commitments made by the Respondent's authorized representative on behalf of the Lead Contractor or Lead Engineering Firm have been authorized by, are correct, and accurately represent the role of the Lead Contractor or Lead Engineering Firm in the Respondent team.
- (b) Form B – Information Regarding Respondent, Lead Contractor, Lead Engineering Firm and Guarantors. Complete a separate Form B for the Lead

Contractor and Lead Engineering Firm of the Respondent and the Guarantor(s) of these entities (if any).

- (c) Form C-1 – Technical Qualifications – Design. The Lead Engineering Firm’s experience must meet the criteria listed in (c) of the Instructions on Form C-1.
- (d) Form C-2 – Technical Qualifications – Construction. The Lead Contractor’s experience must meet the criteria listed in (c) of the Instructions on Form C-2.
- (e) Form E – Certification. Complete a separate Form E for the Lead Contractor and Lead Engineering Firm of the Respondent and the Guarantor(s) of these entities (if any). If any of these entities is a partnership, joint venture, consortium or limited liability company, complete a separate Form E for each partner, joint venturer or consortium member of that entity. Failure to answer the questions or provide the information requested in Form E, or provision of conditional or qualified responses (i.e., “to our knowledge”, “to the extent of available information”, “such information is not readily available”, “such information is not maintained in the manner requested”, etc.), incomplete, inaccurate or non-responsive responses or failure to provide information enabling GDOT to contact owner representatives may, in the sole discretion of GDOT, lead to a lower evaluation score and/or a “fail” rating for the team or disqualification from the procurement process.
- (f) Form F – Financing Experience of the Lead Contractor. Respondent’s information must meet the criteria listed in the Instructions and Other Notes.
- (g) CFO Certificate – A certificate (“CFO Certificate”) from each of the entities identified in Exhibit E, Section 2.3.4, signed by the chief financial (or equivalent) officer of each entity, dated not earlier than seven (7) calendar days prior to the SOQ Due Date and containing the information listed in Exhibit E, Section 2.3.4.
- (h) Teaming Agreement – Lead Contractor and Lead Engineering Firm (as applicable). If any of the Lead Contractor or Lead Engineering Firm is a consortium, partnership or any other form of joint venture, the SOQ contains an executed teaming agreement or, if an executed agreement does not exist, the SOQ contains a summary of the key terms (as a minimum, percentage interest splits, relative allocation of roles and responsibilities, and confirmation of acceptance of joint and several liabilities) of the anticipated teaming agreement. Respondents may not include more than one Lead Contractor or Lead Engineering Firm, although such entities may be joint ventures. GDOT will not consider the experience and qualifications of subcontractors to the Lead Contractor or Lead Engineering Firm in evaluating SOQs.
- (i) Key Personnel Commitment Statement. Respondents shall provide an express, written statement committing that the individuals designated in the SOQ for the positions or roles described in Exhibit E, Section E.2.2.1(d) shall be available to serve the role so identified in connection with the Project. See also Exhibit E, Section 2.2.1(f) for further information.
- (j) Organizational Chart. Respondents shall provide an organizational chart that sets forth the Respondent’s structure, teaming arrangement and reporting

Exhibit E

requirements that cover all aspects of Project development. Please also address key personnel.

- (k) Form D – Personnel References. References must be current and must meet the relevant project-level threshold(s) in Exhibit E, Sections 2.2.1(d). Include Form D – Personal References in a separate tab.

E.2.2 Volume 2 – Technical

Volume 2 shall contain the information described in this Exhibit E, Section E.2.2.

E.2.2.1 Technical Information

- (a) Form C-1 – Technical Qualifications – Design.
- (b) Form C-2 – Technical Qualifications – Construction.
- (c) Respondent Experience Summary – SOQs shall include a written statement of no more than three pages describing the Respondent’s overall technical experience with respect to the Project. Respondents may highlight relevant projects not otherwise included in Forms C-1 and C-2 to the extent they demonstrate depth of experience.
- (d) Personnel Qualifications – For purposes of this Exhibit E, Section E.2.2.1(d), the term “Personnel” may include contractors, agents, or designees of a Respondent, and is not intended to be limited strictly to employees of the Respondent. Respondents shall provide separate resumes of no more than two pages each for the following key personnel and management staff:
 - i. Proposed lead individuals from the Lead Contractor team and Lead Engineering Firm team;
 - ii. Proposed project manager for the Lead Contractor. The individual proposed for this position must have no less than ten years transportation infrastructure project management experience, with no less than seven years of experience as project manager, and experience as project manager on at least two transportation infrastructure projects involving both bridge and roadway aspects, each having a construction value in excess of \$100 million;
 - iii. Proposed superintendent for the Lead Contractor. The individual proposed for this position must have no less than ten years transportation infrastructure construction experience as a superintendent and experience as a superintendent on at least two transportation infrastructure projects involving both bridge and roadway aspects, each having a construction value in excess of \$100 million;
 - iv. Proposed lead design engineer for the Lead Engineering Firm. The individual proposed for this position must have no less than ten years of experience in the design and engineering of transportation facilities, with no less than five years of experience as lead designer, and experience as project manager or lead designer for final design on at least two

transportation infrastructure projects involving both bridge and roadway aspects, each having a construction value in excess of \$100 million;

- (e) **Form D – Personnel References** – Respondents shall provide three references each for the Lead Contractor’s project manager and superintendent and the Lead Engineering Firm’s lead design engineer. The references shall be a previous owner or client from projects that meet the experience thresholds for these individuals in Exhibit E, Sections E.2.2.1(d)(ii) through (iv) above. Minimum of one reference from each of the two transportation infrastructure projects as required in Form C-1 and Form C-2 for these individuals shall be listed in Form D. **It is the responsibility of the Respondents to verify that the information provided in Form D is accurate and up to date.** Inaccurate information in Form D, including inaccurate contact information, may result in GDOT excluding the experience from consideration and a lower score for its SOQ.
- (f) **Key Personnel Commitment** – Respondents shall provide an express, written statement committing that the individuals designated in the SOQ for the positions or roles described in Exhibit E, Section E.2.2.1(d) shall be available to serve the role so identified in connection with the Project. While GDOT recognizes personnel availability and scheduling issues impact the Respondents, Respondents are urged only to identify and proffer personnel that they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFP; however, requests to implement such changes will be reviewed very carefully by GDOT and shall be subject to prior approval by GDOT. Failure to obtain GDOT’s approval for such changes may result in disqualification of the Respondent by GDOT.
- (g) **Organizational Chart** – Respondents shall provide an organizational chart that sets forth the Respondent’s structure, teaming arrangement and reporting requirements that cover all aspects of Project development. Please also address key personnel.

E.2.2.2 Project Management Plan

Exhibit F, Section F.3 explains how the Project Management Plan will be evaluated. The Respondent’s plan for development of the improvements of the Project shall be no more than thirty (30) pages and shall include the following:

- (a) A description of the Respondent’s plan to design, construct, and finance the Project, including a discussion of life cycle cost analysis for alternatives, commitment of resources, and the use of subcontractors and suppliers. The description should include:
 - i. A synopsis of the Respondent’s general approach to advancing project development.
 - ii. A development and implementation schedule based upon current levels of information, including start of construction, substantial completion, final acceptance, project phasing (as applicable) and other major milestones.

- iii. An overview of the Respondent's approach to the management of development, design, and construction, including quality control/quality assurance.
 - iv. An overview of the Respondent's approach to expeditiously resolve disputes within its team organization and between itself and GDOT, including successful techniques in partnering and avoiding and mitigating disputes before they become significant and disruptive.
 - v. The approach for other key Project functions, including safety, staging, traffic management, permit procurement, utility relocation, and adjustment services, environmental protection, connecting facilities, intelligent transportation system ("ITS") capabilities, and public relations.
 - vi. Identification of key areas of risk relating to developing Project and a discussion of methods to mitigate and appropriately allocate and manage risk for the Project.
 - vii. A description of key assumptions.
- (b) Integration of Resources and Scheduling. A synopsis of the proposed approach to integrating work under the DBF Agreement for the Project. The synopsis should describe the Respondent's approach to integrating management and technical resources and schedule activities in a way that advances all elements of the Project in a timely and efficient manner. The synopsis should demonstrate an understanding of the time durations needed for individual activities and the interrelationships between those activities.

E.2.3 VOLUME 3 - FINANCIAL

Volume 3 shall contain the information described in this Exhibit E, Section E.2.3.

E.2.3.1 Financial Strength

- (a) Provide financial statements for each of the following entities, as applicable, for the three (3) most recent fiscal years:
 - i. each member of the Respondent's team; and
 - ii. any Guarantor. If the Guarantor is the parent company of the relevant entity, provide only financial statements on a consolidated basis for the parent company entity (i.e., not two sets of financial statements for each of the parent company and the relevant subsidiary entity).
- (b) "Financial statements" include the following:
 - i. Opinion Letter (auditor's report);
 - ii. Balance Sheet;
 - iii. Income Statement;
 - iv. Statement of Cash Flow; and
 - v. Footnotes.

- (c) Submissions of financial statements must comply with the following requirements:
- i. Audited Financial Statements: Financial statements must be audited by a certified public accountant. If audited financial statements are not available for any entity, provide unaudited financial statements for such entity, certified as true, correct and complete by its chief financial or equivalent officer.
 - ii. US GAAP/IFRS: Financial statements must be prepared in accordance with generally accepted accounting principles used in the United States (“US GAAP”) or International Financial Reporting Standards (“IFRS”). If any entity provides financial statements that are prepared in accordance with principles other than US GAAP or IFRS, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to US GAAP or IFRS. GDOT reserves the right to request clarification or additional information, as needed, in order to facilitate its review of those financial statements.
 - iii. New Entities: If any entity required to submit financial statements is a newly formed entity and does not have independent financial statements, such entity shall expressly state that it is a newly formed entity and does not have independent financial statements meeting the requirements above and shall provide financial statements otherwise consistent with those required hereby for each of its shareholders/equity members.
 - iv. SEC Filings: If any entity for whom financial statements are submitted files reports with the U.S. Securities and Exchange Commission, then such entity must provide electronic links to the most recently filed Forms 10 K, 10-Q and 8-K for all such reporting entities.
 - v. English/U.S. Dollar: Information in the financial statements must be provided in English and U.S. Dollars, as applicable. If financial statements are prepared in a language other than English, an English translation must be provided. If financial statements are converted from a foreign currency into U.S. Dollars, the conversion method(s) must be explained in an attachment.
 - vi. Format: In addition to all other electronic information requested in this RFQ, each Respondent must submit a copy of all financial statements electronically in searchable PDF format on one or more CDs or DVDs. Respondents must also submit standard unlocked Microsoft Excel workbooks containing the balance sheet, income statement and statement of cash flows as disclosed in each set of the audited financial statements. For each entity providing financial statements, one worksheet should be used for each of the balance sheet, income statement and statement of cash flows, with figures for each of the three most recent years in separate columns, in chronological order, from left to right.

Exhibit E

E.2.3.2 Financing Experience and Capability

Complete the attached Form F, in accordance with the instructions on the Form, to reflect the Respondent's track record and experience proposing on and participating in design-build-finance ("DBF") or other PPP projects requiring private financing from the developer or contractor, as applicable.

E.2.3.3 Financial Information Summary

Complete the attached Form G, in accordance with the instructions on the Form, to provide a summary of the financial information regarding the Respondent (and if the Respondent is an unincorporated consortium, all team members).

E.2.3.4 CFO Certificate

Provide a certificate ("CFO Certificate") from each of the following entities: (1) the Respondent and all team members, as applicable; (2) to the extent that the Respondent and the Lead Contractor are not the same entity or entities, the Lead Contractor (and if the Lead Contractor is a joint venture (unincorporated or incorporated), all entities comprising the joint venture); and (3) each Guarantor (if any).

To the extent that a CFO Certificate is from a Guarantor, provide confirmation of such Guarantor's intention to support the Respondent, with the financial support and human resources needed by such entity to successfully satisfy its obligations in respect of the Project, including to complete construction of the Project.

Each CFO Certificate must be signed by the chief financial (or equivalent) officer of each entity listed above, dated not earlier than seven (7) calendar days prior to the SOQ Due Date and confirm the following information:

- (a) **Credit Ratings:** The most recent credit rating(s) by the major credit rating agencies (e.g., Moody's, S&P, and Fitch) (if any) for the debt of the relevant entity. If the relevant entity's debt is not rated by any such rating agency, include a certification to that effect.
- (b) **Bankruptcy/insolvency proceedings:** Information regarding any voluntary or involuntary proceeding commenced by or against the relevant entity or affiliates within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed) under any law relating to bankruptcy, insolvency, reorganization, or the composition or re-adjustment of debt. If there are no such proceedings, include a certification to that effect.
- (c) **Material Changes in Financial Conditions:** Information regarding material changes in the financial condition of the relevant entity for the three-year period prior to the SOQ submission date and as projected for the next fiscal quarter. If no material change has occurred and none is pending, include a certification to that effect.

Information regarding any material change that has occurred, or is projected, must include, at a minimum:

- i. a description of each material change, actual and projected, and any related changes or disruptions in executive management;
- ii. actual and projected impacts on the affected entity's organizational and financial capacity and its ability to remain engaged in this procurement and submit a responsive proposal; and
- iii. a detailed description of any other projected impacts, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead; including the likelihood that the circumstances of the change or impacts thereof will continue during the Project term.

Estimates of the impact on revenues, expenses and the change in equity must be provided separately for each material change. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes. Where a material change will have a negative financial impact, the affected entity must describe measures that would be undertaken to insulate the Project from any recent material changes, and those currently in progress or reasonably anticipated in the future. If its financial statements indicate that expenses and losses exceed income in each of the three completed fiscal years (even if there has not been a material change), the affected entity must describe measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

Set forth below is a list of examples of what GDOT considers to be material change in financial condition. At the discretion of GDOT, any failure to disclose a prior or pending material change may result in disqualification from the procurement process.

- iv. An event of default or bankruptcy involving the affected entity, its parent company or Guarantor, or any of its controlled subsidiary or other affiliates.
- v. A change in the tangible net worth of 10% or more of shareholder equity.
- vi. A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity or its parent company or Guarantor.
- vii. A change in credit rating for the affected entity or its parent company or Guarantor.
- viii. Inability to meet material conditions of loan or debt covenants by the affected entity or its parent company or Guarantor that has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties.
- ix. In the current and three most recent completed fiscal years, the affected entity or its parent company or Guarantor either: (i) incurred a net operating loss; (ii) sustained charges exceeding 5% of the then shareholder equity due to claims, changes in accounting, write-offs or

Exhibit E

business restructuring; or (iii) implemented a restructuring/reduction in labor force exceeding 200 positions or involved the disposition of assets exceeding 10% of the then shareholder equity.

E.2.3.5 Bankruptcy/ Insolvency Proceedings of Lead Engineering Firm

To the extent not disclosed in the information provided pursuant to Exhibit E, Section E.2.3.4 regarding material changes in financial condition, provide detailed information regarding any voluntary or involuntary proceeding commenced within the most recent three (3) fiscal years (whether or not such proceeding was ultimately dismissed) under any law relating to bankruptcy, insolvency, reorganization, or the composition or re-adjustment of debt, in respect of the Lead Engineering Firm.

E.2.3.6 Surety Letter

- (a) Provide a letter from a surety duly authorized in the State of Georgia, stating without conditions or qualification that the Lead Contractor is capable as of the date of the SOQ submission of obtaining a payment bond (or bonds) and a performance bond (or bonds), in an aggregate stated amount of at least \$450 million for the Project. The letter must specifically state that the surety has reviewed this RFQ and is familiar with the contractual structure and financial structure described in Exhibit E, Section E.2.3.7 (including the anticipated security requirements described in Section 2.9.2) and has evaluated the Lead Contractor's backlog and work-in-progress in determining its bonding capacity. Letters stating that the relevant entity has "unlimited" bonding capacity are not acceptable. The letter must specify any assumptions regarding the provision of support.
- (b) Any surety company providing such letter must be rated at least "A" or better and "Class VIII" or better by A.M. Best and Company, and must be listed on Treasury Department Circular 570. Evidence of the surety's rating must be attached to the letter.
- (c) The requirement to provide the surety letter, letter of credit and/or the bond amounts referenced above are solely for the purposes of evaluating the Lead Contractor's financial qualifications and should not be construed as an indication of the Security Requirements, which will be set forth in the RFP.

E.2.3.7 Preliminary Financial Approach

- (a) Provide a brief narrative description of the Respondent's anticipated approach(es) to financing the project and any other relevant financial information (the "Preliminary Financial Approach"). GDOT is aware that Respondents may be still analyzing various financing options and that the ultimate structure will depend on the terms of the DBF Agreement; therefore, nothing in a Respondent's Preliminary Financial Approach will be binding in any way and will not limit the Respondent, if short-listed, from exploring and/or proposing a different financing approach in its Financial Proposal submitted in response to the RFP.
- (b) The Preliminary Financial Approach should demonstrate the Respondent's understanding of the issues relating to developing a financial plan for the Project,

Exhibit E

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indicate the Respondent's ability to react flexibly as the project and contractual structure evolve, and indicate the Respondent's willingness to engage constructively as GDOT advances this innovative approach. It should also include, at a minimum, details regarding:

- i. Financing options/sources/structure(s) the Respondent anticipates considering pursuing to obtain the financing required to complete the Project, including structures with and without construction risk;
- ii. Respondent's views on the Security Requirements that would be most appropriate for the Project given the financing options cited in (i) above;
- iii. Any perceived challenges to financing the Project or to achieving a more efficient financing approach and potential approaches to overcoming these challenges;
- iv. Key credit strengths and weaknesses of the Project and potential mitigants for the weaknesses that could be applicable in Georgia; and,
- v. External financial advisors engaged (or that will be engaged) to assist the Respondent (if any) and/or internal / affiliate financial experts assigned to lead the development of the Financial Proposal that will be submitted in the response to the RFP, and their general capabilities and experience.

(c) The Preliminary Financial Approach may not exceed four (4) pages.

E.2.3.8 Financing Party Support Letters

- (a) Provide support letters from no less than two and no more than five (5) potential lenders, underwriters, private placement lenders or other providers of debt financing ("Financing Parties").
 - i. Any bank and/or other financial institution (excluding underwriters) providing a letter must have long-term, unsecured debt ratings of not less than "A-/A3" or its equivalent issued by at least two of the three major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group).
 - ii. Any underwriter providing a letter must have acted as a book running senior manager on over \$1 billion (USD) of bonds issued within the past five years to finance transportation infrastructure projects located in the USA, including those of a similar nature to the project and including project and receivables financings.
 - iii. In addition to the two required letters, one of the remaining three letters may demonstrate the Respondent's desire and ability to self-finance, if any.
- (b) Letters must include, at a minimum, the following:
 - i. Details regarding any experience the Financing Party has with the Respondent or any member of the Respondent in connection with any

Exhibit E

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private financing committed or provided for an infrastructure project in the past ten (10) years.

- ii. Evidence of the Financing Party's long-term, unsecured debt rating. Any underwriter providing a letter must have or evidence that the book running senior manager on the Respondent's underwriting team has acted as a book running senior manager on over \$1 billion (USD) of Bonds bonds issued within the past five years to finance transportation infrastructure projects located in the USA, including those of a similar nature to the project and including project and receivables financings; that were privately financed or delivered under public-private partnership frameworks or similar structure and had a rating in the "BBB+", "BBB" or "BBB-" categories, as applicable;
 - iii. Explicit support for the Respondent and interest in providing a loan or underwriting debt for the Project;
 - iv. A discussion of how the Financing Party's interest would be impacted if the financing were subject to construction completion risk;
 - v. Acknowledgement that the Financing Party has reviewed this RFQ and is familiar with the contractual and financial structure described in Exhibit E, Section E.2.3.7;
 - vi. Description of the Financing Party's experience financing a DBF(s) or other PPP project(s) of similar or greater size and nature to the Project; and
 - vii. Any assumptions regarding the provision of support for a Respondent member.
- (c) Each letter must be on the Financing Party's official letterhead, signed by a duly authorized signatory, and include title, telephone number and e-mail address for verification purposes.

E.2.4 Volume 4 - Confidential

Volume 4 of the SOQ shall contain:

- (a) The first page of each binder for Volume 4 shall be a page executed by the Respondent that sets forth the specific items that the Respondent deems confidential, trade secret or proprietary information protected from public disclosure under the Open Government Laws. Each entry shall list the specific statute within the Open Government Laws that the Respondent believes would protect that item from public disclosure. Blanket designations that do not identify the specific information shall not be acceptable and may be cause for GDOT to treat the entire SOQ as public information. Notwithstanding the foregoing, the list required under this Exhibit E, Section E.2.4 is intended to provide input to GDOT as to the confidential nature of a Respondent's SOQ, but in no event shall such list be binding on GDOT or determinative of any issue relating to confidentiality.

- (b) The Respondent shall separate the items included in Volume 4 into technical information and financial information and submit these two types of information in two separate tabs in order to facilitate the evaluation process. The Respondent shall label these tabs “Confidential Proprietary Information – Technical” or “Confidential Proprietary Information – Financial,” as appropriate.

GDOT will consider the Respondent to have waived any claim of confidentiality and exemption from public disclosure for any materials placed in any location in the SOQ other than in Volume 4, even if the Respondent includes that item in the list described in Exhibit E, Section E.2.4(a).

(Rest of page intentionally left blank)

EXHIBIT F

EVALUATION CRITERIA AND WEIGHTING

F.1 Pass/Fail

There is no weighting for pass/fail information. All forms and required submittals as identified in Exhibit E, Section E.2.1, complete with the information requested and in the format required, will be noted as either passing or failing.

In addition, the following requirements will also determine the pass/fail status of the respective items noted:

- (a) Neither the Respondent nor any other entity that has submitted Form B as required by this RFQ has been disqualified, removed, is currently debarred or suspended, or is a party to an agreement for voluntary exclusion, from performing or bidding on work for the federal government or any state or local government where such disqualification, removal, debarment, suspension or voluntary exclusion would preclude selection and award under Section 672-5-.15 of the Rules (see Form E).
- (b) The information disclosed in Form E does not materially adversely affect the Respondent's ability to carry out the Project responsibilities potentially allocated to it, as determined by GDOT in its sole discretion.

F.2 Technical Qualifications and Capability (45% Weighting)

- (a) The extent and depth of the Respondent's and its individual team members' experience with, and degree of success related to designing and constructing comparable projects.
- (b) The stability, strength, and likelihood of success of the proposed management structure and team; and
- (c) The extent and depth of experience of the management team and key personnel for the Project listed in Respondent's response to Exhibit E, Section E.2.2.1(d).

Project and personnel references, the information disclosed in Form E, as well as the information provided in Exhibit E, Sections E.2.1 and E.2.2, will be used, as deemed appropriate by GDOT, to assist in the evaluation of the Technical Qualifications and Capability category.

F.3 Project Management Plan (20% Weighting)

The extent to which the Project Management Plan relating to the Project demonstrates a sound approach and comprehensive understanding of the following:

- (a) The design and construction activities to be undertaken under the DBF Agreement, including permitting, utility relocation, environmental protection, and ITS capabilities;

- (b) The risks associated with the overall design and construction activities and management;
- (c) A clear and feasible scheduling approach for the design and construction activities, including duration and reasonableness;
- (d) The provision of sufficient materials, equipment and qualified personnel for the design and construction activities;
- (e) A quality management plan. The requirements the Developer will utilize to ensure both QA and QC functions are provided for the Project;
- (f) A traffic management plan that minimizes interruption to the motoring public;
- (g) A safety plan that describes the Developer's policies, plans, training programs, and incident response plans to ensure the health and safety of all personnel involved with the Project and the general public;
- (h) A communications/outreach plan to support and coordinate with the State's communications for the Project; and
- (i) A NEPA compliance and monitoring plan to support all anticipated, known and applicable NEPA commitments contained in the environmental clearance documents.

F.4 Financial Qualifications Evaluation Criteria(35% Weighting)

In addition to the evaluation process described in Section 5, the financial information contained in a Respondent's SOQ will be evaluated by GDOT against the following evaluation criteria: (1) financing experience and capability, (2) financial strength, and (3) understanding of the project financial issues. Details regarding the evaluation approach for each criterion and the submittals associated therewith are provided below.

F.4.1 Financing Experience and Capability (18% Weighting)

Each Respondent's project financing experience and capability will be evaluated in accordance with the following criteria:

(a) Form F

GDOT will evaluate Form F to assess the breadth and depth of Respondent's experience in achieving financial close in connection with DBF or other PPP projects that are otherwise similar to the Project.

GDOT will view projects with the following characteristics more favorably (and to the extent that not all projects on a list have all these characteristics, GDOT will view more favorable a list of projects that in aggregate has more of these characteristics):

- i. DBF project type;
- ii. transportation project;

- iii. larger Project Financing Size (as defined in Form F)
- iv. larger Project construction cost;
- v. larger percentage interest in the borrower;
- vi. the Lead Contractor member whose project is cited holds a larger ownership or joint venture interest in the Lead Contractor;
- vii. reached financial close;
- viii. more recent; and
- ix. located in the USA

(b) Financing Party Support Letters

GDOT will evaluate the Financing Party Support Letters described in Exhibit E, Section E.2.3.8 to assess the Respondent's breadth and depth of financing relationships.

GDOT will view more favorably Financing Party Support Letters that demonstrate:

- (i) the Respondent's relationships with diverse financing sources and institutions that have significant financing capacity and are highly experienced with the financings of similar projects, and
- (ii) prior experience of the Respondent in working with the Financing Parties on projects similar to the Project (with a preference for DBFs and other recent PPP financings).

F.4.2 Financial Strength (14% Weighting)

GDOT will evaluate the Respondent's overall financial strength based on the information contained in: Financial statements, Respondent's (and Guarantor's, as applicable) Form G, CFO Certificate, Credit Rating (if any), Bankruptcy information, Surety Letter and other financial information.

GDOT will view more favorably those responses (and/or support from financially robust and stable entities) evidencing a greater level of financial robustness, stability, flexibility, and capability of assuring firm fixed price and schedule commitments for a construction project of the magnitude of the Project, as determined in GDOT's sole discretion. Project and personnel references, as well as the information provided in Exhibit E, Sections E.2.1 and E.2.3, will also be used, as deemed appropriate by GDOT, to assist in the evaluation of Respondents' Financial Strength category.

F.4.3 Understanding of the Project Financial Issues (3% Weighting)

GDOT will evaluate the Preliminary Financial Approach to assess the Respondents' understanding of the key financial issues related to the Project and PPP project financings,

generally, and their ability to participate constructively in the procurement process and to react flexibly as the Project's contractual and financial structure evolve.

GDOT will view more favorably those responses which, in GDOT's sole discretion, evidence greater breadth and depth of understanding, provide clear insights for GDOT's consideration and the benefit of the project, evidence the involvement of experienced financial professionals, and discuss how an efficient financing may be achieved under a variety of circumstances and/or through a variety of means.

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EXHIBIT F

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EXHIBIT G

LIST OF RESTRICTED FIRMS AND AFFILIATES

- HNTB Corporation
- Ballard Spahr LLP
- Ernst & Young Infrastructure Advisors LLC
- Arcadis U.S., Inc.
- Kimley-Horn
- Chris McEvoy, Aon Corporation
- David Roth, Aon Corporation
- David Wrightman, Aon Corporation
- Wilson Ortiz-Vega, Aon Corporation

FORM A
TRANSMITTAL LETTER

SUBMITTER:_____

SOQ Submission Date:_____

Georgia Department of Transportation
One Georgia Center
600 West Peachtree Street, NW
Atlanta, Georgia 30308

Ladies and Gentlemen:

The undersigned (“Respondent”) submits this qualification submittal (this “SOQ”) in response to that certain Request for Qualifications dated as of November 3, 2014, together with addenda thereto (the “RFQ”), issued by the Georgia Department of Transportation (“GDOT”) to develop the **I-285 & SR 400 Reconstruction Project** (the “Project”) through a Design-Build-Finance Agreement (“DBF Agreement”). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Enclosed, and by this reference incorporated herein and made a part of this SOQ, are the following:

VOLUME 1- Pass/Fail

- Transmittal Letter (this Form A)
- Form B – Information Regarding Respondent, Lead Contractor, Lead Engineering Firm and Guarantors
- Form C-1 – Technical Qualifications –Design
- Form C-2 – Technical Qualifications –Construction
- Form D – Personnel References
- Form E – Certification
- Form F - Financing Experience of Lead Contractor
- Form G - Financial Information Summary
- CFO Certificate
- Teaming Agreement(s), or Summary of Key Terms of the Anticipated Agreements

- Key Personnel Commitment
- Organizational Chart

VOLUME 2 – Technical

- Technical information
- Project Management Plan

VOLUME 3 - Financial

- Financial information

VOLUME 4 - Confidential Information

- Confidential Proprietary Information

Respondent acknowledges receipt, understanding and full consideration of all materials posted on the Website.

Respondent acknowledges receipt, understanding and full consideration of all of the addenda and sets of questions and answers to the RFQ set forth on the Website:

[list any addenda to this RFQ and sets of questions and answers by dates and numbers]

Respondent represents and warrants that it has read the RFQ, including any addenda thereto, and agrees to abide by the contents and terms of the RFQ.

Respondent understands that GDOT is not bound to shortlist any Respondent and may reject each SOQ received.

Respondent further understands that, except as set forth in the RFQ and RFP, all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by the Respondent.

Respondent agrees that GDOT will not be responsible for any errors, omissions, inaccuracies or incomplete statements in the RFQ or in this SOQ.

This SOQ shall be governed by and construed in all respects according to the laws of the State of Georgia.

Authorized Representative of Respondent: _____.

Authorized Representative's contact information, including title, firm name, telephone number, facsimile number and email address: _____.

By executing this form the Respondent confirms that the representative named above is authorized to act as agent on behalf of the Respondent, the Lead Contractor and Lead Engineering Firm in dealings with GDOT.

Respondent's business address:

(No.) (Street) (Floor or Suite)

(City) (State or Province) (ZIP or Postal Code) (Country)

State or Country of Incorporation/Formation/Organization: _____

[Insert appropriate signature block from following page]

1. Sample signature block for corporation or limited liability company:

[Insert Respondent's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Respondent's name]

By: *[Insert general partner's or member's name]*

By: _____

Print Name: _____

Title: _____

[Add signatures of additional general partners or members as appropriate]

3. Sample signature block for attorney in fact:

[Insert Respondent's name]

By: _____

Print Name: _____

Attorney in Fact

FORM B
INFORMATION REGARDING RESPONDENT,
LEAD CONTRACTOR, LEAD ENGINEERING FIRM AND GUARANTOR(S)*

Name of Respondent: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Federal Tax ID No.: _____ Telephone No.: _____

North American Industry Classification Code: _____ Fax No.: _____

Name of Official Representative: _____

Name of Georgia Contact: _____

Business Organization (check one):

- Corporation (If yes, then indicate the State and Year of Incorporation.)
- Partnership
- Joint Venture/Consortium
- Limited Liability Company
- Other (describe)

A. Business Name: _____

Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

* Submit one copy of Form B related to the Respondent team generally (filling in the introductory information and Parts A, C and D). Submit one copy of Form B for each member of the Lead Contractor, the Lead Engineering Firm and Guarantor(s) (filling in the introductory information and Parts A, B and D).

B. Lead Contractor, Lead Engineering Firm and Guarantor(s) Information. If the Lead Contractor, Lead Engineering Firm or Guarantor(s) is a joint venture, consortium, partnership or limited liability company, indicate the name and role of each joint venturer, consortium member, partner or limited liability company member (as applicable) in the spaces below.

Name and Address	Proposed Role Within the Consortium, Joint Venture, Limited Liability Company or Partnership	Current or Expected Percentage of Interest Within the Consortium, Joint Venture, Limited Liability Company or Partnership and Type of Interest (if applicable)

C. Respondent Team Information- Lead Contractor. In the chart below, list the members of the Lead Contractor and the percentage interest of each member. If a member is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the entity.

Lead Contractor Member Name (Composition of Lead Contractor)	Percentage Interest in Respondent
Example: Contractor JV (Joint Venturer #1 – 75%) (Joint Venturer #2 – 25%)	50%
Member 1:	
Member 2:	
Member 3:	

D. Respondent Team Information – Lead Engineering Firm. In the chart below, list the Lead Engineering Firm of the Respondent team in the appropriate box. If the Lead Engineering Firm is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the Lead Engineering Firm entity.

Lead Engineering Firm Name (Composition of Lead Engineering Firm)	Percentage Interest in Lead Engineering Firm
Example: Lead Engineer: Engineer JV (Designers Inc. – 60%) (Engineer Co. – 40%)	
Member 1:	
Member 2:	
Member 3:	

E. Respondent Team Information – Other. In the chart below, list any other members of the Respondent team not identified above in the appropriate box. If the other member is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the entity.

Firm Name (Composition of Firm)	Percentage Interest in Firm
Example: Firm: Other JV (Firm A – 60%) (Firm B – 40%)	
Member 1:	
Member 2:	
Member 3:	

AUTHORIZED REPRESENTATIVE:

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the Official Representative of the entity to which this form relates:

By: _____ Print Name: _____

Title: _____ Date: _____

[Please make additional copies of this form as needed.]

FORM C-1

TECHNICAL QUALIFICATIONS - DESIGN

EXPERIENCE OF THE LEAD ENGINEERING FIRM IN THE DESIGN AND ENGINEERING OF DESIGN-BUILD TRANSPORTATION INFRASTRUCTURE PROJECTS

INSTRUCTIONS:

- (a) List the experience of the Lead Engineering Firm only.
- (b) List no more than six projects in Form C-1 for the Lead Engineering Firm. GDOT will not take into consideration any projects listed above this cap.
- (c) Include at least two projects (USA or international) in which the Lead Engineering Firm's design and engineering work involved transportation infrastructure with a construction value in excess of \$150 million each that achieved final design in the last five years. The Lead Engineering Firm must have held a minimum thirty percent (30%) of the ultimate responsibility for the listed design and engineering experience. If the Lead Engineering Firm is a joint venture, the experience must be from joint venturers that will perform at least thirty percent (30%) of the Lead Engineering Firm's potential engineering work for the Project.
- (d) Attach to this form a maximum one-page narrative description for each project listed (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, describe the type / sector of transportation infrastructure involved (road, airport, port, rail, bridge or tunnel), explain why the experience the company gained on the project is relevant, highlighting similarities in project design and/or construction. Provide reference contact information (name, title, employer, address, phone number and email) for each project.

COMPANY NAME	PROJECT NAME AND LOCATION	PROJECT COST (1) & (2)	START/END DATES	% OF WORKS COMPLETED BY NOV. 1, 2014	LEVEL OF COMPANY'S PARTICIPATION (3)	ROLE OF COMPANY FOR THE PROJECT (4)
Example Entry: Design Core Inc.	I-75 Widening Fort Meyers, Florida	\$190,000,000	Start Date: 10/01/04 End Date: 12/31/05	100%	\$152,000,000 % of Work: 80%	Design Core Inc. performed 80% of the design work for the I-75 Widening Project and oversaw the remaining 20% of the work.
1.						
2.						
3.						
4.						
5.						
6.						

NOTES:

- (1) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of November 1, 2014. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (11/01/14), Rate (Spot), Monitor (Last Price), Source (BGN).
- (2) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) Show company's participation in terms of money and percentage of the work.
- (4) Provide a brief summary of the role the company played in the listed project (scope of work).

FORM C-2

TECHNICAL QUALIFICATIONS - CONSTRUCTION

EXPERIENCE OF THE LEAD CONTRACTOR IN THE CONSTRUCTION OF DESIGN-BUILD TRANSPORTATION INFRASTRUCTURE PROJECTS

INSTRUCTIONS:

- (a) List the experience of the Lead Contractor only.
- (b) List no more than six projects in Form C-2 for the Lead Contractor. GDOT will not take into consideration any projects listed above this cap.
- (c) Include at least two projects (USA or international) in which the Lead Contractor's work involved transportation infrastructure in a congested urban setting involving complex maintenance of traffic requirements having a construction value in excess of \$300 million each that have been completed in the past five years. The Lead Contractor must have held a minimum thirty percent (30%) of the ultimate responsibility for the construction experience. If the Lead Contractor is a joint venture, the experience must be from joint venturers that will perform at least thirty percent (30%) of the Lead Contractor's potential construction work for the Project.
- (d) Attach to this form a maximum one-page narrative description for each project listed (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, describe the type / sector of transportation infrastructure involved (road, airport, port, rail, bridge or tunnel), explain why the experience the company gained on the project is relevant, highlighting similarities in project design and/or construction. Provide reference contact information (name, title, employer, address, phone number and email) for each project.

COMPANY NAME	PROJECT NAME AND LOCATION	PROJECT COST (1) & (2)	START/END DATES	% OF WORKS COMPLETED BY NOV. 1, 2014	LEVEL OF COMPANY'S PARTICIPATION (3)	ROLE OF COMPANY FOR THE PROJECT (4)
Example Entry: Transport Construct Inc.	I-75 Interstate Widening Fort Meyers, Florida	\$300,000,000	Start Date: 10/01/04 End Date: 12/31/05	100%	\$240,000,000 % of Work: 80%	Transport Construct Inc. performed 80% of the construction work for the I-75 Interstate Widening Project and oversaw the remaining 20% of the work.
1.						
2.						
3.						
4.						
5.						
6.						

NOTES:

- (1) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of November 1, 2014. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (11/01/14), Rate (Spot), Monitor (Last Price), Source (BGN).
- (2) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) Show company's participation in terms of money and percentage of the work.
- (4) Provide a brief summary of the role the company played in the listed project (scope of work).

FORM D

PERSONNEL REFERENCES

Respondent Team _____

References for Lead Contractor's project manager	
Name of individual proposed as Lead Contractor's project manager	
REFERENCE 1	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's office phone and/or cell numbers (2)	
Reference's address and email	
REFERENCE 2	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's office phone and/or cell numbers (2)	
Reference's address and email	
REFERENCE 3	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's office phone and/or cell numbers (2)	
Reference's address and email	

References for Lead Contractor's superintendent	
Name of individual proposed as Lead Contractor's superintendent	
REFERENCE 1	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's office phone and/or cell numbers (2)	
Reference's address and email	
REFERENCE 2	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's office phone and/or cell numbers (2)	
Reference's address and email	
REFERENCE 3	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's office phone and/or cell numbers (2)	
Reference's address and email	

References for Lead Engineering Firm's lead design engineer	
Name of individual proposed as Lead Engineering Firm's lead design engineer	
REFERENCE 1	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's office phone and/or cell numbers (2)	
Reference's address and email	
REFERENCE 2	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's office phone and/or cell numbers (2)	
Reference's address and email	
REFERENCE 3	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's office phone and/or cell numbers (2)	
Reference's address and email	

Notes:

- (1) This project must meet the relevant project-level threshold(s) in Exhibit E, Sections E.2.2.1(d)(ii) through (iv) in the RFQ
- (2) For international phone numbers, include the full dialing code for calling from the United States.

FORM E
CERTIFICATION

Name of Respondent: _____

Name of Firm: _____

The term "affiliate" as used in this certification includes parent company(ies), subsidiaries, organizations under common ownership, joint venturers, partners, and other financially liable parties for that entity.

- (1) Has the firm or any affiliate or any **current** officer thereof, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor within the past five years?

Yes No

If yes, please explain:

- (2) Has the firm or any affiliate ever sought protection under any provision of any bankruptcy act?

Yes No

If yes, please explain:

- (3) Has the firm or any affiliate ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity?

Yes No

If yes, please explain:

- (4) Has the firm or any affiliate ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity?

Yes No

If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

- (5) Within the last five years, has any construction project performed or managed by the firm or any affiliate involved repeated or multiple failures to comply with safety rules, regulations, or requirements during the course of construction?

Yes No

If yes, please identify the firm or affiliate and the project(s), provide an explanation of the circumstances, and provide owner contact information, including current telephone and fax numbers (and email address if available).

- (6) Within the last ten years, has the firm or any affiliate been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Georgia governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 et seq.); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Georgia law?

Yes No

If yes, please explain:

- (7) Within the last ten years, has the firm or any affiliate been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Georgia Department of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

Yes No

If yes, please explain:

- (8) Has the firm or any affiliate been determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract during the last five years with respect to a transportation project?

Yes No

If yes, please identify (for each instance) the entity determined liable and the project name, provide an explanation of the circumstances and provide owner contact information, including telephone and fax numbers (and email address if available).

- (9) Has a surety completed any work on behalf of the firm or affiliate with respect to a transportation project during the last five years?

Yes No

If yes, please provide (for each instance) an explanation of the circumstances, the project name and an owner's representative with a current telephone and fax number (and email address if available).

- (10) Has the firm or any affiliate been terminated for cause during the last five years with respect to a transportation project?

Yes No

If yes, please identify (for each instance) the entity terminated for cause and the project name, provide an explanation of the circumstances and provide owner contact information, including telephone and fax numbers (and email address if available).

FORM E

2

(11) Has the firm or any affiliate been involved in any arbitration, litigation, dispute review board or other dispute resolution proceeding occurring during the last ten years involving an amount in excess of \$500,000 related to performance on public infrastructure projects?

Yes No

If yes, please provide a brief description (including the resolution) of each qualifying arbitration, litigation, dispute review board or other dispute resolution proceeding. For each instance, identify an owner's representative with a current telephone and fax number (and email address if available).

(12) With respect to each of Questions 1-11 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm or any affiliate that could result in the firm or affiliate being found liable, guilty or in violation of the matters referenced in Questions 1-11 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

Yes No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-11 above.

(13) During the last five years, has the firm or affiliate withdrawn, after shortlisting and/or pre-qualification, from a DB, DBF or design-build-finance-operate-maintain (DBFOM) procurement of transportation projects in North America that later achieved commercial close?

Yes No

If yes, please provide (for each instance) an explanation of the circumstances, including the reason for the withdrawal, the project name and the contact information for an owner's representative with a current telephone and fax number (and email address if available).

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____

Print Name: _____

Title: _____

Date: _____

FORM F –FINANCING EXPERIENCE OF THE LEAD CONTRACTOR

(1)

LEAD CONTRACTOR MEMBER NAME	PROJECT NAME AND LOCATION	NAME OF AND RELATIONSHIP TO ENTITY WHOSE EXPERIENCE IS CITED	PROJECT TYPE (1)	ROLE(S) ON PROJECT (2)	PROJECT CONSTRUCTION VALUE (3)	PROJECT FINANCING SIZE (3), (4)	DEBT AMOUNT & SOURCE (3), (5)	INTEREST IN BORROWER (% AND TYPE) (6)	OUTCOME OR STATUS (7)
<i>Sample entry:</i> X Construction Co.	Interstate-X Corridor Project, [State], USA	X Conglomerate (guarantor of X Construction Co.)	DBFOM (Availability Payments and Final Acceptance Payment)	Lead contractor	\$1.1 billion	\$950,000,000	\$200,000,000 (senior bank loan) \$350,000,000 (TIFIA loan) \$400,000,000 (PABs)	50% equity ownership of project company	Financial close (Nov. 15, 2012)

INSTRUCTIONS:

- (a) Respondents may only list the experience(s) of the Lead Contractor or any firm that comprises 20% or more of the Lead Contractor, or the Guarantor of such firms. Respondents may include the financing experience of affiliates of such firms if they provide, as an attachment to this

Form, a certification from the chief executive, chief operating(or similar) officer of the Affiliate that confirms: (i) the ownership or management structure, as applicable, that creates the relationship between the Lead Contractor and the Affiliate and (ii) the Affiliate's willingness and ability to provide human resources and other professional support to the Lead Contractor, as needed, for the Lead Contractor to successfully submit a responsive Proposal and satisfy its obligations in respect of the Project.

- (b) Respondents may list only projects: (i) which involved private financing; (ii) for which a proposal with committed financing was submitted within (10) ten years of the SOQ Due Date (Respondents may list projects for which a proposal was submitted but not selected as the preferred proposal); and, (iii) the Lead Contractor had at least 10% participation in the borrower or anticipated borrower as applicable.
- (c) Respondents must list a minimum of two (2) transportation projects in North America, and may list up to a maximum of six (6) projects. At least one project must have a Project Financing Size of \$300,000,000 or greater, and at least one project must be one in which the Lead Contractor had at least 20% participation in the borrower or anticipated borrower as applicable.
- (d) Of the projects listed on this Form, Respondents must provide an attachment with more detailed narrative descriptions of the first four (4) projects (or all projects if less than four (4) are listed). The selected projects should be those the Respondents feel are most similar to the Project and reflective of their financing experience.
- Respondents are encouraged to include more detailed information about the four projects' debt facilities/structures than the information contained in the Form (e.g., debt structure and rationale).
 - For each of the four projects, Respondents must provide a reference at the procuring agency who was involved in the project's procurement and negotiation of commercial and financial terms. For each reference, Respondents should provide the individual's name, current telephone number, and e-mail address. Projects may not be considered if the designated reference for that project cannot be reached or does not respond to communications from GDOT.
 - These additional narrative descriptions and list of related references must be provided as a single attachment to this Form, and the attachment may not exceed four (4) pages total, provided on separate 8-1/2" x 11" sized white paper.

OTHER NOTES:

- (1) Project type should be described as DBF, DBFOM or similar, with additional information on basis for project revenue in parenthesis (e.g. availability payments and final acceptance payments)
- (2) Indicate the role(s) and basis for participation in the project and it's financing (e.g. Lead Contractor, equity investor, etc.)
- (3) In United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of Nov. 3, 2014, including the benchmark on which the exchange rate is based.

- (4) **“Project Financing Size”** means the total amount of the project financed with private financing (i.e. excluding public debt, public equity or capital grants but including conduit debt that is recourse to the borrower). Include all debt and equity provided by the Lead Contractor and any concessionaire.
- (5) Indicate in parenthesis the type of debt (e.g., TIFIA loan, PABs or other bonds (unwrapped or wrapped), bank loan or private placement).
- (6) Indicate the percentage (%) of ownership or participation held by the company, its affiliate or guarantor in the borrower.
- (7) Indicate outcome of RFP process (Financial close, Financial close pending, Not selected, Other (please explain)). Include date of financial close (actual or expected date) if applicable. If the procurement was canceled or the proposal was not selected, provide the date of submission of the financial proposal.

FORM G FINANCIAL INFORMATION SUMMARY (*)

COMPANY	ROLE ON THE RESPONDENT	SHAREHOLDERS (2)	TOTAL REVENUES	PRE-TAX PROFIT	FIXED ASSETS	TOTAL ASSETS (3)	CONTINGENT LIABILITIES	LONG-TERM LIABILITIES	SHORT-TERM LIABILITIES	NET WORTH	TANGIBLE NET WORTH	GEARING (4)

(*) The Chief Financial Officer, Treasurer or equivalent financial officer from each reporting entity must certify the information on this Form as complete, true and accurate. Information should be derived from audited financial statements where possible. Audited financial statements will prevail over this table.

Express in millions (000,000s) of United States Dollars. Where applicable, companies should indicate the conversion to United States Dollars, using the exchange rate prevailing on the last day of each financial year. Please identify the benchmark on which the exchange rate is based.

Notes:

- (1) Complete separate forms for each of the three most recent fiscal years.
- (2) List shareholders, equity members partners or equivalent holding a 15% or greater interest in the company (indicate their percentage interest), as well as those having the right to appoint one or more board director(s). If such interest is held by a holding company, a shell corporation or other form of intermediary, also identify the ultimate or parent entity.
- (3) Excludes goodwill and intangibles.
- (4) Gearing = Long Term Liabilities / Net Worth